

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/28/2006
CONVEYING PARTY DATA	
Name	Execution Date
SDGI Holdings, Inc.	04/28/2006
RECEIVING PARTY DATA	
Name:	Warsaw Orthopedic, Inc.
Street Address:	2500 Silveus Crossing
City:	Warsaw
State/Country:	INDIANA
Postal Code:	46581
PROPERTY NUMBERS Total: 11	
Property Type	Number
Patent Number:	6083228
Patent Number:	6537279
Patent Number:	6517544
Patent Number:	6966912
Application Number:	11274698
Patent Number:	5683391
Application Number:	08790605
Application Number:	08962884
Application Number:	09159292
Patent Number:	6190388
Patent Number:	RE37161
CORRESPONDENCE DATA	
Fax Number:	(330)877-2030

CH \$440.00 6083228

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 330-877-0700  
Email: sblackmon@martinferraro.com  
Correspondent Name: Martin & Ferraro, LLP  
Address Line 1: 1557 Lake O'Pines Street, NE  
Address Line 4: Hartville, OHIO 44632

ATTORNEY DOCKET NUMBER:	85-0-1,86-0-2,87-0-5
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NAME OF SUBMITTER:	Thomas H. Martin
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**Total Attachments: 11**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SDGI HOLDINGS, INC.", A DELAWARE CORPORATION,

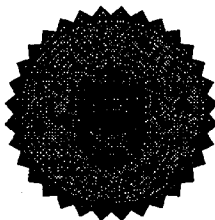
"SOFAMOR DANEK HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WARSAW ORTHOPEDIC, INC." UNDER THE NAME OF "WARSAW ORTHOPEDIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF INDIANA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2006, AT 2:06 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4150541 8100M

060397764



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4707608

DATE: 05-01-06

PATENT  
REEL: 018524 FRAME: 0818

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:20 PM 04/28/2006  
FILED 02:06 PM 04/28/2006  
SRV 060397764 - 2762914 FILE

**CERTIFICATE OF MERGER**  
of  
**SDGI HOLDINGS, INC.,**  
a Delaware corporation  
and  
**SOFAMOR DANEK HOLDINGS, INC.,**  
a Delaware corporation  
into  
**WARSAW ORTHOPEDIC, INC.,**  
an Indiana corporation

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The names of the constituent corporations to the merger are SDGI Holdings, Inc., a Delaware corporation, Sofamor Danek Holdings, Inc., a Delaware corporation and Warsaw Orthopedic, Inc., an Indiana corporation.

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the Delaware General Corporation Law.

**THIRD:** The surviving corporation will be Warsaw Orthopedic, Inc., an Indiana corporation.

**FOURTH:** The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

**FIFTH:** The effective date of the merger is April 28, 2006.

**SIXTH:** An executed copy of the Agreement and Plan of Merger is on file at the office of Warsaw Orthopedic, Inc. at 710 Medtronic Parkway, Minneapolis, Minnesota 55432.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHT:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 710 Medtronic Parkway, Minneapolis, Minnesota 55432.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed  
by an authorized officer, the 28<sup>th</sup> day of April, 2006.

WARSAW ORTHOPEDIC, INC.

By: 

Peter L. Waindy  
President

**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF MERGER  
of  
WARSAW ORTHOPEDIC INC**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

**SDGI HOLDINGS, INC.**

a(n) Delaware Non-Qualified Foreign Corporation

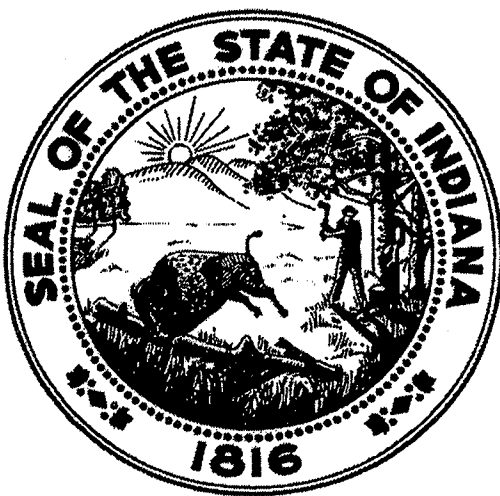
**SOFAMOR DANEK HOLDINGS, INC.**

a(n) Delaware Non-Qualified Foreign Corporation

merged with and into the surviving entity:

**WARSAW ORTHOPEDIC INC**

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, April 28, 2006.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 28, 2006.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

197101-484 / 2006050157178

APPROVED  
AND  
FILED

*Carol Roberts*  
IND. SECRETARY OF STATE

2006 APR 28 AM 11:51

ARTICLES OF MERGER  
of  
SDGI HOLDINGS, INC.,  
a Delaware corporation  
and  
SOFAMOR DANEK HOLDINGS, INC.,  
a Delaware corporation  
into  
WARSAW ORTHOPEDIC, INC.,  
an Indiana corporation

Pursuant to the provisions of Sections 23-1-40-5 and 23-1-40-7 of the Indiana Business Corporation Law ("IBCL"), the following Articles of Merger are executed on the date hereinafter set forth:

1. The names of the corporations that are parties to the merger are SDGI Holdings, Inc. ("SDGI"), a Delaware corporation, Sofamor Danek Holdings, Inc. ("SD Holdings"), a Delaware corporation and Warsaw Orthopedic, Inc. (the "Company"), an Indiana corporation and the surviving corporation.

2. The surviving corporation is Warsaw Orthopedic, Inc., an Indiana corporation.

3. The merger will be accomplished pursuant to the Agreement and Plan of Merger attached hereto as Exhibit A and incorporated herein by reference (the "Plan of Merger"). The manner of adoption and vote by which the Plan of Merger was approved by SDGI, SD Holdings and the Company are as follows:

(a) Action by SDGI

(i) Action by Directors. By a written consent executed as of April 28, 2006, the Board of Directors of SDGI unanimously approved resolutions adopting the Plan of Merger.

(ii) Action by the Shareholders. By a written consent executed as of April 28, 2006, the sole shareholder of SDGI approved resolutions adopting the Plan of Merger as follows:

	<u>Common Shares</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes in Favor	1,000
Number of Votes Against	-0-

(b) Action by SD Holdings

(i) Action by Directors. By a written consent executed as of April 28, 2006, the Board of Directors of SD Holdings unanimously approved resolutions adopting the Plan of Merger.

(ii) Action by the Shareholders. By a written consent executed as of April 28, 2006, the sole shareholder of SD Holdings approved resolutions adopting the Plan of Merger as follows:

	<u>Common Shares</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes in Favor	1,000
Number of Votes Against	-0-

(c) Action by the Company

(i) Action by Directors. By a written consent executed as of April 28, 2006, the Board of Directors of the Company unanimously approved resolutions adopting the Plan of Merger.

(ii) Action by the Shareholders. By a written consent executed as of April 28, 2006, the sole shareholder of the Company approved resolutions adopting the Plan of Merger as follows:

	<u>Common Shares</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes in Favor	1,000
Number of Votes Against	-0-



The undersigned swear that the foregoing is true and accurate and that they have the authority to sign these Articles of Merger on behalf of SDGI, SD Holdings and the Company, respectively.

Dated: April 28, 2006

SDGI HOLDINGS, INC.

By:   
Robert C. Campbell  
President


Dated: April 28, 2006

SOPAMOR DANEK HOLDINGS, INC.

By:   
Robert C. Campbell  
President

Dated: April 28, 2006

WARSAW ORTHOPEDIC, INC.

By:   
Peter L. Wehrly  
President

**Exhibit A**

2006 APR 28 A

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of April 28, 2006, by and among Sofamor Danek Holdings, Inc., a Delaware corporation ("SD Holdings"), SDGI Holdings, Inc., a Delaware corporation ("SDGI") and Warsaw Orthopedic, Inc., an Indiana corporation ("Warsaw").

The parties hereto agree as follows:

**ARTICLE 1.  
NAMES OF CONSTITUENT CORPORATIONS  
AND SURVIVING CORPORATION**

1.1) The names of the constituent corporations are SDGI Holdings, Inc. ("SDGI"), a Delaware corporation, Sofamor Danek Holdings, Inc. ("SD Holdings"), a Delaware corporation and Warsaw Orthopedic, Inc. ("Warsaw"), an Indiana corporation. The constituent corporations shall be combined by the merger of SDGI and SD Holdings with and into Warsaw, as the surviving corporation (the "Merger"), pursuant to the terms and provisions of this Agreement and Plan of Merger and pursuant to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the Indiana Business Corporation Law (the "IBCL").

**ARTICLE 2.  
MEANS OF EFFECTING  
MERGER AND CONVERTING STOCK**

2.1) The Merger. At the Effective Time (as defined in Section 2.2), in accordance with the DGCL and the IBCL, SDGI and SD Holdings will merge with and into Warsaw, the separate existence of SDGI and SD Holdings, respectively, shall cease and Warsaw shall alone continue in existence as the surviving corporation (the "Surviving Corporation") in the Merger.

2.2) Effectiveness of Merger. The Merger shall become effective on the date on which and at the time which the Certificate of Merger has been filed with the Delaware Secretary of State and the Articles of Merger have been filed with Indiana Secretary of State (the time the Merger becomes effective being referred to herein as the "Effective Time" and the date of such effectiveness being referred to herein as the "Effective Date").

2.3) Articles of Incorporation; Bylaws; Directors and Officers. The Articles of Incorporation and Bylaws of Warsaw as in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter amended as provided therein and under the IBCL. The directors of Warsaw immediately prior to the Effective Time shall remain the directors of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws and the IBCL. The officers of Warsaw immediately prior to the Effective Time will be the officers of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws and the IBCL.

2.4) Effect on Warsaw Common Stock. The outstanding shares of Warsaw Common Stock shall be unaffected by the Merger and shall remain outstanding and represent shares of Common Stock of the Surviving Corporation.

2.5) Cancellation of SDGI Common Stock. As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time, all shares of SDGI Common Stock shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor.

2.6) Cancellation of SD Holdings Common Stock. As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time, all shares of SD Holdings Common Stock shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor.

### **ARTICLE 3. GENERAL PROVISIONS**

3.1) From and after the Effective Time, Warsaw agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 710 Medtronic Parkway, Minneapolis, Minnesota 55432.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of  
Merger as of the day and year first above written.

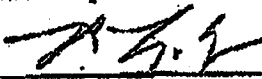
SOFAMOR DANER HOLDINGS, INC.,  
a Delaware corporation

By:   
Robert C. Campbell  
President

SDOI HOLDINGS, INC.,  
a Delaware corporation

By:   
Robert C. Campbell  
President

WARSAW ORTHOPEDIC, INC.,  
an Indiana corporation

By:   
Peter L. Wehrly  
President